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Florida Department of State

Division of Corporations
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To:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

carousel innovative technologies corporation

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF
CAROUSEL INNOVATIVE TECHNOLOGIES CORPORATION

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

CAROUSEL INNOVATIVE TECHNOLOGIES CORPORATION

Its business will be carried on in the State of Florida in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be:

To sell and market various types of vending machines and similar mechanical products and to do all other things necessary and incidental to the proper conduct of such business and to engage in all other legal activities pursuant to the laws of the State of Florida and of the United States.

PREPARED BY: A. ALFRED SCHREIBER, ESQUIRE
SCHREIBER, SCHREIBER & SCHREIBER
5600 Sheridan Street
Hollywood, Florida 33021
FBN: 149077
Telephone: (954) 966-5600

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ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be:

Fifty Thousand (50,000) Shares at \$.01 par value

ARTICLE V

Pursuant to Florida Statutes 607.202, the corporation's principal place of business, and its mailing address is 5000 S.W. 52 Street, Suite 507, Davie, Florida 33314.

ARTICLE VI

The name and street address of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
HOWARD FRANK	5000 S.W. 52 Street, Suite 507 Davie, Florida 33314	President Sec./Treas. and Director

There shall not be less than (1) Director, at any time.

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ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

HOWARD FRANK
5000 S.W. 52 Street, Suite 507
Davie, Florida 33314

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of May 2000.



HOWARD FRANK

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

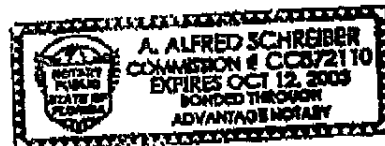
I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared, HOWARD FRANK, personally known to me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 3 day of May 2000.



NOTARY PUBLIC

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS DATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That CAROUSEL INNOVATIVE TECHNOLOGIES CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Hollywood, County of Broward, State of Florida has named HOWARD FRANK, who is located at 5000 S.W. 52 Street, Suite 507, Davie, Florida 33314, as its agent to accept process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relating to keeping open said office.



HOWARD FRANK

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